

RECORDATION NO. 25889-C FEB 14 2011

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SURFACE TRANSPORTATION BOARD



D. AARON, LLC
435 HUDSON STREET, 2ND FLOOR
NEW YORK, NY 10014
TEL: 212-220-5824

February 11, 2011

Ms. Cynthia Brown
Chief, Section of Administration
Surface Transportation Board
395 E. Street S.W.
Washington, D.C. 20423-0001

RE: Filing of Addendum to Memorandum of Chattel Mortgage and Security Agreement

Dear Ms. Brown:

Enclosed for recordation with the Surface Transportation Board is an original copy of a Second Addendum to Memorandum of Chattel Mortgage and Security Agreement and Assignment of Chattel Mortgage and Security Agreement, dated February 3, 2011, which modifies that Addendum to Memorandum of Chattel Mortgage and Security Agreement and Assignment of Chattel Mortgage and Security Agreement dated December 31, 2010, with a recordation number of 25889B and recorded on January 7, 2011.

The names and addresses of the parties to the enclosed document are:

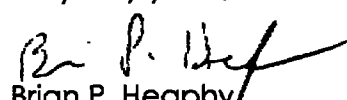
Assignor: Fred Parsons
c/o Sparks Law Office, P.C.
P.O. Box 521
Maryville, Illinois 62062

Assignee: D. Aaron, LLC
435 Hudson Street
New York, NY 10014

The original documents have been sent out the same day of the electronic filing.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,


Brian P. Heaphy
Counsel

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~~SURFACE TRANSPORTATION BOARD~~

**SECOND ADDENDUM TO MEMORANDUM OF CHATTEL MORTGAGE AND
SECURITY AGREEMENT AND ASSIGNMENT OF CHATTEL MORTGAGE
AND SECURITY AGREEMENT**

This Second Addendum to Memorandum of Chattel Mortgage and Security Agreement and Assignment of Chattel Mortgage and Security Agreement (this "Assignment") is being executed and delivered by Fred Parsons as successor in interest to Fifth Third Bank ("Assignor") to D. Aaron, LLC ("Assignee"), pursuant to, and in furtherance of the arrangements provided for in, that certain Assignment and Assumption Agreement by and between Assignor, as Seller, and Assignee, as Buyer, dated February 3, 2011 (the "Agreement").

For valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, transfers and assigns to Assignee, in respect of that certain loan made by Assignor to OSPREY Capital Asset Fund I, LLC, a Delaware limited liability company pursuant to that certain Promissory Note dated September 23, 2005 in the original principal amount of \$1,960,000.00, that certain Chattel Mortgage identified on Exhibit A attached hereto, without recourse, representation or warranty, except as provided for in the Agreement.

THE SALES, TRANSFERS AND ASSIGNMENTS PROVIDED FOR HEREIN ARE EXPRESSLY SUBJECT, IN ALL RESPECTS, TO THE TERMS AND PROVISIONS OF THE AGREEMENT, WHICH ARE INCORPORATED HEREIN BY THIS REFERENCE.

This Assignment shall be governed by, and construed in accordance with, the laws of the State of New York.

[remainder of page intentionally left blank; signature pages to follow]

IN WITNESS WHEREOF, Assignor has executed this Assignment effective as of February 3, 2011.

Assignor:

Fred Parsons.

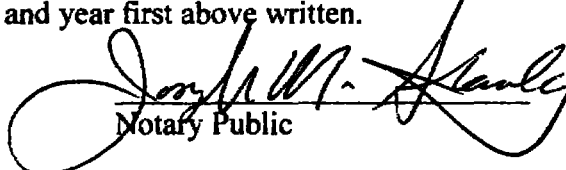
By: 

Fred Parsons

STATE OF Florida)
COUNTY OF Henry) SS.

On this 2nd day of February, 2011, before me appeared Fred Parsons, to me personally known.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the City and State aforesaid, the day and year first above written.


Notary Public

My Commission Expires:

April 16, 2011



IN WITNESS WHEREOF, Assignor has executed this Assignment effective as of February 3, 2011.

Assignee:

D. Aaron, LLC

By: 

Print Name: David Smilow,
Its Managing Member

STATE OF New York)
)
COUNTY OF New York) SS.

On this 2nd day of February, 2011, before me appeared David Smilow, personally known to me, who acknowledged to me that he is the managing member of D. Aaron, LLC, a Delaware limited liability company, and that for and on behalf of said limited liability company, and as the act and deed of said limited liability company, he executed the above and foregoing instrument, after first having been duly authorized by said limited liability company to do so.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the City and State aforesaid, the day and year first above written.


Notary Public

My Commission Expires:

05/12/2011

LISETTE FARAH
Notary Public, State of New York
No. 01PA0082139
Qualified in Kings County
Commission Expires May 12, 2011

EXHIBIT A

- 1) That certain Chattel Mortgage and Security Agreement by and between Fifth Third Bank and OSPREY Capital Asset Fund I, LLC, a Delaware limited liability company, dated as of September 23, 2005.
- 2) That certain Memorandum of Chattel Mortgage and Security Agreement by and between Fifth Third Bank and OSPREY Capital Asset Fund I, LLC, a Delaware limited liability company, dated as of September 23, 2005 recorded with the United States Surface Transportation Board recordation number 25889 on October 7, 2005.
- 3) That certain Addendum to Memorandum of Chattel Mortgage and Security Agreement and Assignment of Chattel Mortgage and Security Agreement by and between Fifth Third Bank, as Assignor, and Fred Parsons, as Assignee, dated as of December 31, 2010 recorded with the United States Surface Transportation Board recordation number 25889B on January 7, 2011.